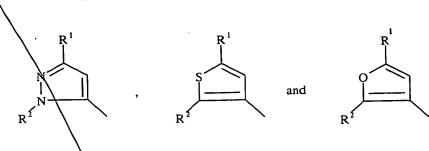
wherein λ is a heteroaryl selected from the group consisting of



wherein R^1 is selected from the group consisting of C_3 - C_{10} alkyl, C_3 - C_{10} cycloalkyl, up to per-halosubstituted C_1 - C_{10} alkyl and up to per-halosubstituted C_3 - C_{10} cycloalkyl;

B is a substituted or unsubstituted, up to tricyclic, aryl or heteroaryl moiety of up to 30 carbon atoms with at least one 5- or 6-member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur, wherein if B is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and X_n ,

wherein n is 0-3 and each X is independently selected from the group consisting of -CN, $-CO_2R^5$, $-C(O)NR^5R^5$, $-C(O)R^5$, $-NO_2$, $-OR^5$, $-NR^5R^5$,

-NR 5 C(O)OR 5 ', -NR 5 C(O)R 5 ', C_1 - C_{10} alkyl, C_2 - C_{10} alkenyl, C_1 - C_{10} alkoxy, C_3 - C_{10} cycloalkyl, C_6 - C_{14} aryl, C_7 - C_{24} alkaryl, C_3 - C_{13} heteroaryl, C_4 - C_{23} alkheteroaryl, substituted C_1 - C_{10} alkoxyl, substituted C_3 - C_{10} cycloalkyl, substituted C_4 - C_{23} alkheteroaryl and -Y-Ar;

where X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of -CN, $-CO_2R^5$, $-C(O)R^5$,

-C(O)NR⁵R⁵, -OR⁵, -SR⁵, -NR⁵R⁵, -NO₂, -NR⁵C(O)R⁵, -NR⁵C(O)OR⁵ and halogen up to perhalosubstitution;

wherein R^5 and R^5 are independently selected from H, C_1 - C_{10} alkyl, C_2 - C_{10} -alkenyl, C_3 - C_{10} cycloalkyl, C_6 - C_{14} aryl, C_3 - C_{13} heteroaryl, C_7 - C_{24} alkaryl, C_4 - C_{23} alkheteroaryl, up to perhalosubstituted C_1 - C_{10} alkyl, up to perhalosubstituted C_2 - C_{10} -alkenyl, up to perhalosubstituted C_3 - C_{10} cycloalkyl, up to perhalosubstituted C_6 - C_{14} aryl and up to perhalosubstituted C_3 - C_{13} heteroaryl,

wherein Y is -O-, -S-, -N(R^5)-, -(CH₂)-_m, -C(O)-, -CH(OH)-, -(C_{H_2})_mO-,

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 $-NR^5C(O)NR^5R^{5'}-, -NR^5C(O)-, -C(O)NR^5, -O(CH_2)_m^-, -(CH_2)_mS-, -(CH_2)_mN(R^5)-, -O(CH_2)_m^-, -CHX^a-, -CX^a_2^-, -S-(CH_2)_m^- \text{ and } -N(R^5)(CH_2)_m^-,$

 $m = \lambda -3$, and X^a is halogen; and

Ar is a 3-10 member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur which is unsubstituted or substituted by halogen up to perhalosubstitution and optionally substituted by Z_{n1} , wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of -CN,

-CO₂R⁵, -C(O)NR⁵R⁵', -C(O)NR⁵, -NO₂, -OR⁵, -SR⁵, -NR⁵R⁵', -NR⁵C(O)OR⁵',

-C(O)R⁵, NR⁵C(O)R⁵, C_1 C₁₀ alkyl, C_3 -C₁₀ cycloalkyl, C_6 -C₁₄ aryl, C_3 -C₁₃ heteroaryl, C_7 -C₂₄ alkaryl, C_4 -C₂₃ alkheteroaryl, substituted C_1 -C₁₀ alkyl, substituted C_3 -C₁₀ cycloalkyl, substituted C_7 -C₂₄ alkaryl and substituted C_4 -C₂₃ alkheteroaryl;

wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of -CN, -CO₂R⁵,

-C(O)NR 5 R 5 ', -OR 5 , -SR 5 , -NO $_2$, -NR 5 C(O)R 5 ' and -NR 5 C(O)OR 5 ', and

wherein R^2 is C_6 - C_{14} aryl, C_3 - C_{14} heteroaryl, substituted C_6 - C_{14} aryl or substituted C_3 - C_{14} heteroaryl,

wherein if R^2 is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and V_n ,

wherein n = 0-3 and each V is independently selected from the group consisting of -CN, -CO₂R⁵, -C(O)NR⁵R^{5'}, -OR⁵, -SR⁵, -NR⁵R^{5'}, -C(O)R⁵,

-OC(O)NR⁵R^{5'}, -NR⁵C(O)OR^{5'}, -SO₂R⁵, -SOR⁵, -NR⁵C(O)R^{5'}, -NO₂, C_1 - C_{10} alkyl, C_3 - C_{10} cycloalkyl, C_6 - C_{14} aryl, C_3 - C_{13} heteroaryl, C_7 - C_{24} alkaryl, C_4 - C_{24} alkheteroaryl, substituted C_1 - C_{10} alkyl, substituted C_3 - C_{10} cycloalkyl, substituted C_6 - C_{14} aryl, substituted C_3 - C_{13} heteroaryl, substituted C_7 - C_{24} alkaryl and substituted C_4 - C_{24} alkheteroaryl,

where if V is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, -CN, -CO₂R⁵, -C(O)R⁵, -C(O)NR⁵R⁵, -NR⁵R^{5'}, -OR⁵, -SR⁵,

-NR 5 C(O)R 5 ', -NR 5 C(O)OR 5 ' and -NO $_2$;

wherein R5 and R5 are each independently as defined above.

3. Amended) A compound of claim 2, wherein B is up to a tricyclic aromatic ring structure ring structure selected from the group consisting of

which is unsubstituted or substituted by halogen, up to per-halosubstitution, and wherein

n = 0-3 and

each X is independently selected from the group consisting of -CN, $-CO_2R^5$, $-C(O)NR^5R^5$, $-C(O)R^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^5$, $-NR^5C(O)OR^5$, $-NR^5C(O)R^5$, $-NR^5C($

wherein if X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of -CN, -CO₂R⁵,

-C(O)R⁵, -C(O)NR⁵R⁵, -OR⁵, -SR⁵, -NR⁵R⁵, -NO₂, -NR⁵C(O)R⁵, -NR⁵C(O)OR⁵ and halogen up to per-halosubstitution;

wherein R^5 and R^5 are independently selected from H, C_1 - C_{10} alkyl, C_{2-10} -alkenyl, C_3 - C_{10} cycloalkyl, C_6 - C_{14} aryl, C_3 - C_{13} heteroaryl, C_7 - C_{24} alkaryl, C_4 - C_{23} alkheteroaryl, up to perhalosubstituted C_1 - C_{10} alkyl, up to per-halosubstituted C_2 - C_{10} -alkenyl, up to per-halosubstituted C_3 - C_{10} cycloalkyl, up to per-halosubstituted C_6 - C_{14} aryl and up to per-halosubstituted C_3 - C_{13} heteroaryl,

 $\label{eq:wherein Y is - O-, -S-, -N(R^5)-, -(CH_2)-_m, -C(O)-, -CH(OH)-, -(CH_2)_mO-, -NR^5C(O)NR^5R^5'-, -NR^5C(O)-, -C(O)NR^5-,_-(CH_2)_mS-, -(CH_2)_mN(R^5)-, -O(CH_2)_m-, -CHX^a-, -CX^a_2-, -S-(CH_2)_m- and -N(R^5)(CH_2)_m-, -CHX^a-, -CX^a_2-, -S-(CH_2)_m- and -N(R^5)(CH_2)_m-, -CHX^a-, -CX^a_2-, -CX^a_$

m = 1-3, and X^a is halogen; and

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Ar is a 5-10 member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur which is unsubstituted or substituted by halogen up to per-halo substitution and optionally substituted by Z_{n1} , wherein nl is 0 to 3 and each Z is independently selected from the group consisting of -CN,

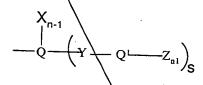
-CO₂R⁵, -C(O)NR⁵R^{5'}, -C(O)R⁵, -NO₂, -OR⁵, -SR⁵, -NR⁵R^{5'}, -NR⁵C(O)OR^{5'},

-NR 5 C(O)R 5 ', C $_1$ -C $_{10}$ alkyl, C $_3$ -C $_{10}$ cycloalkyl, C $_6$ -C $_{14}$ aryl, C $_3$ -C $_{13}$ heteroaryl, C $_7$ -C $_{24}$ alkaryl, C $_4$ -C $_{23}$ alkheteroaryl, substituted C $_1$ -C $_{10}$ alkyl, substituted C $_3$ -C $_{10}$ cycloalkyl, substituted C $_7$ -C $_{24}$ alkaryl and substituted C $_4$ -C $_{23}$ alkheteroaryl; wherein if Z is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of -CN, -CO $_2$ R 5 , -C(O)NR 5 R 5 ', -OR 5 , -SR 5 , -NO $_2$, -NR 5 R 5 ',

-NR 5 C(O)R $^{5'}$ and -NR 5 C(O)OR $^{5'}$.

4. (Amended) A compound of claim 1, wherein B is





wherein

Y is selected from the group consisting of -O-, -S-, $-CH_2$ -, $-SCH_2$ -, $-CH_2$ S-, -CH(OH)-, -C(O)-, $-CX^a_2$, $-CX^aH$ -, $-CH_2O$ - and $-OCH_2$ -,

X^a is halogen,

Q is a six member aromatic structure containing 0-2 nitrogen, unsubstituted or substituted by halogen, up to per-halosubstitution;

Q¹ is a mono- or bicyclic aromatic structure of 3 to 10 carbon atoms and 0-4 members of the group consisting of N, O and S, unsubstituted or substituted by halogen up to perhalosubstitution,

X, Z, n and n1 are as defined in claim 1, and s = 0 or 1.

5. (Amended) A compound of claim 4, wherein

Q is phenyl or pyridinyl, unsubstituted or substituted by halogen, up to perhalosubstitution,

5.b

Q¹ is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, unsubstituted or substituted by halogen, up to per-halo substitution, or Y-Q¹ is phthalimidinyl unsubstituted or substituted by halogen up to per-halo substitution, and

Z and X are independently selected from the group consisting of $-R^6$, $-OR^6$ and $-NHR^7$, wherein R^6 is hydrogen, C_1-C_{10} -alkyl or C_3-C_{10} -cycloalkyl and R^7 is selected from the group consisting of hydrogen, C_3-C_{10} -alkyl, C_3-C_6 -cycloalkyl and C_6-C_{10} -aryl, wherein R^6 and R^7 can be substituted by halogen up to per-halosubstitution.

B3

15. (Amended) A method for the treatment of disease mediated by raf kinase, comprising administering an effective amount of a compound of formula I or a pharmaceutically acceptable salt thereof:

wherein A is a heteroaryl selected from the group consisting of

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wherein R^1 is selected from the group consisting of C_3 - C_{10} alkyl, C_3 - C_{10} cycloalkyl, up to perhalosubstituted C_1 - C_{10} alkyl and up to per-halosubstituted C_2 - C_{10} cycloalkyl;

B is a substituted or unsubstituted, up to thicyclic, aryl or heteroaryl moiety of up to 30 carbon atoms with at least one 5- or 6-member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur, wherein if B is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and X_n ,

wherein n is 0-3 and each X is independently selected from the group consisting of -CN, CO_2R^5 , $-C(O)NR^5R^5$, $-C(O)R^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^5$,

-NR 5 C(O)OR 5 , -NR 5 C(O)R 5 , C_1 - C_{10} alkyl, C_{2-10} -alkenyl, C_{1-10} -alkoxy, C_3 - C_{10} cycloalkyl, C_6 - C_{14} aryl, C_7 - C_{24} alkaryl, C_3 - C_{13} heteroaryl, C_4 - C_{23} alkheteroaryl, substituted C_1 - C_{10} alkyl, substituted C_{2-10} -alkenyl, substituted C_{1-10} -alkoxy, substituted C_3 - C_{10} cycloalkyl, substituted C_4 - C_{23} alkheteroaryl and -Y-Ar;

where X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of -CN, -CO₂R⁵, -C(O)R⁵, -C(O)NR⁵R^{5'}, -OR⁵, -SR⁵, -NR⁵R^{5'}, -NO₂, -NR⁵C(O)R^{5'}, -NR⁵C(O)OR^{5'} and halogen up to per-

halosubstitution;

B3

wherein R^5 and R^5 are independently selected from H, C_1 - C_{10} alkyl, $C_{2\cdot 10}$ -alkenyl, C_3 - C_{10} cycloalkyl, C_6 - C_{14} aryl, C_3 - C_{13} heteroaryl, C_7 - C_{24} alkaryl, C_4 - C_{23} alkheteroaryl, up to perhalosubstituted C_1 - C_{10} alkyl, up to per-halosubstituted C_2 - C_{10} -alkenyl, up to per-halosubstituted C_3 - C_{10} cycloalkyl, up to per-halosubstituted C_6 - C_{14} aryl and up to per-halosubstituted C_3 - C_{13} heteroaryl, wherein Y is - O-, -S-, -N(R^5)-,

 $-(CH_2)_{-m}, -C(O)_{-}, -\dot{C}_H(OH)_{-}, -(CH_2)_mO_{-}, -(CH_2)_mS_{-}, -(CH_2)_mN(R^5)_{-}, -O(CH_2)_{m^-},$

-CHX^a-, -CX^a₂-, -S-(CH_{2})_m- and -N(R^{5})(CH_{2})_m-,

m = 1-3, and X^a is halogen; and

Ar is a 5- or 6-member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur which is unsubstituted or substituted by halogen up to perhalosubstitution and optionally substituted by Z_{n1} , wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of -CN, $-C(O)R^5$,

 $-CO_2R^5$, $-C(O)NR^5R^5$, $-C(O)NR^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^5$, $-NR^5C(O)OR^5$,

-NR⁵C(O)R⁵, C_1 - C_{10} alkyl, C_3 - C_{10} cycloalkyl, C_6 - C_{14} aryl, C_3 - C_{13} heteroaryl, C_7 - C_{24} alkaryl, C_4 - C_{23} alkheteroaryl, substituted C_1 - C_{10} alkyl, substituted C_3 - C_{10} cycloalkyl, substituted C_7 - C_{24} alkaryl and substituted C_4 - C_{23} alkheteroaryl;

wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of -CN, $-CO_2R^5$,

-C(O)NR⁵R^{5'}, -OR⁵, -SR⁵, -NO₂, -NR⁵R^{5'}, -NR⁵Q(O)R^{5'} and -NR⁵C(O)OR^{5'}, and

wherein R^2 is C_6 - C_{14} aryl, C_3 - C_{14} heteroaryl, substituted C_6 - C_{14} aryl or substituted C_3 - C_{14} heteroaryl,

wherein if R^2 is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and V_n ,

wherein n = 0-3 and each V is independently selected from the group consisting of -CN, $-CO_2R^5$, $-C(O)NR^5R^{5'}$, $-OR^5$, $-SR^5$, $-NR^5R^{5'}$, $-OC(O)NR^5R^{5'}$,

-NR⁵C(O)OR^{5′}, -NR⁵C(O)OR^{5′}, -SO₂R⁵, -SOR⁵, -NR⁵C(O)R^{5′}, -NO₂, C_1 - C_{10} alkyl, C_3 - C_{10} cycloalkyl, C_6 - C_{14} aryl, C_3 - C_{13} heteroaryl, C_7 - C_{24} alkaryl, C_4 - C_{24} alkheteroaryl, substituted C_1 - C_{10} alkyl, substituted C_3 - C_{10} cycloalkyl, substituted C_6 - C_{14} aryl, substituted C_3 - C_{13} heteroaryl, substituted C_7 - C_{24} alkaryl and substituted C_4 - C_{24} alkheteroaryl,

 β^3

where V is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, -CN, -CO₂R⁵, -C(O)NR⁵R⁵, -NR⁵R^{5'}, -OR⁵, -SR⁵,

-NR 5 C(O)R 5 , -NR 5 C(O)OR 5 and -NO $_2$,

wherein R5 and R5 are each independently as defined above.

 B^{4}

17. (Amended) A method as in claim 15, wherein B is up to a tricyclic aromatic ring structure selected from the group consisting of

$$R^{5}$$
 and R^{5}

which is unsubstituted or substituted by halogen, up to per-halosubstitution, and wherein n = 0-3 and

each X is independently selected from the group consisting of -CN, $-CO_2R^5$, $-C(O)NR^5R^5$, $-C(O)R^5$, $-NO_2$, $-OR^5$, $-SR^5$, $-NR^5R^5$, $-NR^5C(O)OR^5$, $-NR^5C(O)R^5$, $-NR^5C($

wherein if X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of -CN, $-CO_2R^5$,

-C(O)R⁵, -C(O)NR⁵R⁵, -OR⁵, -SR⁵, -NR⁵R⁵, -NO₂, -NR⁵C(O)R⁵, -NR⁵C(O)OR⁵ and halogen up to per-halosubstitution;

wherein R5 and R5 are independently selected from H, C1-C10 alkyl, C2-10-alkenyl,

 C_3 - C_{10} cycloalkyl, C_6 - C_{14} aryl, C_3 - C_{13} heteroaryl, C_7 - C_{24} alkaryl, C_4 - C_{23} alkheteroaryl, up to perhalosubstituted C_1 - C_{10} alkyl, up to per-halosubstituted C_2 -10-alkenyl, up to per-halosubstituted C_3 - C_{10} cycloalkyl, up to per-halosubstituted C_6 - C_{14} aryl and up to per-halosubstituted C_3 -heteroaryl,

wherein Y is - O-, -S-, -N(R⁵)-, -(CH₂)-_m, -C(O)-, -CH(OH)-, -(CH₂)_mO-, -NR⁵C(O)NR⁵R⁵-, -NR⁵C(O)-, -C(O)NR⁵-, -(CH₂)_mS-, -(CH₂)_mN(R⁵)-, -O(CH₂)_m-, -CHX^a-, -CX^a₂-, -S-(CH₂)_m- and -N(R⁵)(CH₂)_m-,

m = 1-3, and X^a is halogen; and

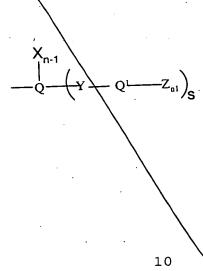
Ar is a 5-10 member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur which is unsubstituted or substituted by halogen up to perhalosubstitution and optionally substituted by Z_{nl} , wherein nl is 0 to 3 and each Z is independently selected from the group consisting of -CN, $-C(O)R^5$,

 $-CO_{2}R^{5}, -C(O)NR^{5}R^{5}, -C(O)R^{5}, -NO_{2}, -OR^{5}, -SR^{5}, -NR^{5}R^{5}, -NR^{5}C(O)OR^{5},$

-NR 5 C(O)R 5 , C $_1$ -C $_{10}$ alkyl, C $_3$ -C $_{10}$ cycloalkyl, C $_6$ -C $_{14}$ aryl, C $_3$ -C $_{13}$ heteroaryl, C $_7$ -C $_{24}$ alkaryl, C $_4$ -C $_{23}$ alkheteroaryl, substituted C $_1$ -C $_{10}$ alkyl, substituted C $_3$ -C $_{10}$ cycloalkyl, substituted C $_7$ -C $_{24}$ alkaryl and substituted C $_4$ -C $_{23}$ alkheteroaryl; wherein if Z is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of -CN, -CO $_2$ R 5 , -C(O)NR 5 R 5 , -OR 5 , -SR 5 , -NO $_2$, -NR 5 R 5 , -NR 5 C(O)R 5 and -NR 5 C(O)OR 5 .

18. (Amended) A method of claim 15, wherein B is

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wherein

his selected from the group consisting of -O-, -S-, -CH₂-, -SCH₂-, -CH₂S-,

OH)-, C(O)-, $-CX^a_2$, $-CX^aH$ -, $-CH_2O$ - and $-OCH_2$ -,

X^a is halogen,

Q is a six member aromatic structure containing 0-2 nitrogen, unsubstituted or substituted by halogen up to per-halosubstitution;

Q¹ is a mono- or bicyclic aromatic structure of 3 to 10 carbon atoms and 0-4 members of the group consisting of N, O and S, unsubstituted or substituted by halogen up to perhalosubstitution,

X, Z, n and n1 are as defined in claim 15, and s = 0 or 1.

19. (Amended) A method as in claim 18, wherein

Q is phenyl or pyridinyl, unsubstituted or substituted by halogen, up to perhalosubstitution,

Q¹ is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinoline, isoquinoline, imidazole and benzothiazolyl, substituted or unsubstituted by halogen, up to per-halo substitution, or Y-Q¹ is phthalimidinyl substituted or unsubstituted by halogen up to per-halo substitution, and

Z and X are independently selected from the group consisting of $-R^6$, $-OR^6$ and $-NHR^7$, wherein R^6 is hydrogen, C_1 - C_{10} -alkyl or C_3 - C_{10} -cycloalkyl and R^7 is selected from the group consisting of hydrogen, C_3 - C_{10} -alkyl, C_3 - C_6 -cycloalkyl and C_6 - C_{10} -aryl, wherein R^6 and R^7 can be substituted by halogen—up to per-halosubstitution.

- 24. (Amended) A pharmaceutical composition comprising an effective amount of a compound of claim 1 and a pharmaceutically acceptable carrier.
- 25. (Amended) A pharmaceutical composition comprising an effective amount of a compound of claim 2 and a pharmaceutically acceptable carrier.

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